

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: (Jointly Administered)
Debtors. :
-----X

**ORDER DECLARING AUTOMATIC STAY
INAPPLICABLE TO NON-RESIDENTIAL REAL PROPERTY LEASE**

Upon the motion (the “Motion”) [ECF No. __]¹ of Midwood Management Corp., as agent for Expressway Plaza I, LLC and Farmingville Associates Phase 1, LLC as tenants in common (“Landlord”), for an order declaring (i) that the automatic stay of Section 362(a) of the Bankruptcy Code is inapplicable to Landlord’s efforts to regain possession of the Property and enforce its rights under the Lease and applicable law and (ii) that the Lease is not property of the Debtors’ estates, as more fully set forth in the Motion; and the Court having jurisdiction to hear and determine the Motion and the relief requested therein pursuant to 28 U.S.C. §1334(a); and consideration of the Motion and the requested relief therein being core pursuant to 28 U.S.C. §157(b); and venue being proper before the Court pursuant to 28 U.S.C. §1408; and due and proper notice of the relief requested in the Motion having been provided; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having held a hearing to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing, and upon all of the proceedings had before the Court; any opposition having been withdrawn or overruled; the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor:

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Pursuant to Section 362(b)(10) of the Bankruptcy Code, the automatic stay imposed by Section 362(a) of the Bankruptcy Code is inapplicable to Landlord's efforts to regain possession of the Property and enforce its rights under the Lease and applicable law.
3. Pursuant to Section 541(b)(2) of the Bankruptcy Code, the Lease is not property of the Debtors' estates.
4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: White Plains, New York
_____, 2018

HON. ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE